

EXHIBIT B

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

IN RE PHARMACEUTICAL INDUSTRY
AVERAGE WHOLESALE PRICE
LITIGATION

MDL NO. 1456
Civil Action No. 01-12257-PBS

THIS DOCUMENT RELATES TO THE
MASTER CONSOLIDATED CLASS ACTION

**AFFIDAVIT OF MIRIAM SULLIVAN IN SUPPORT OF
NON-PARTY TUFTS ASSOCIATED HEALTH PLANS, INC.'S
MOTION FOR PROTECTIVE ORDER**

I, Miriam Sullivan, hereby state the following in support of Tufts Associated Health Plans, Inc.'s ("Tufts HP's") Motion For Protective Order:

1. I have been employed at Tuft HP for seven (7) years in the area of Allied Health & Pharmacy Services.
2. Currently I am an Assistant Vice President, Allied Health & Pharmacy Services. I have held this position for one year. As Assistant Vice President, Allied Health & Pharmacy Services, I am responsible for overseeing the administration of Tufts HP's Pharmacy Services Agreements, including Specialty Pharmaceutical Agreements concerning injectibles. I am also responsible for overseeing Tufts HP's Pharmacy Benefit Manager Agreements.
3. I have reviewed the subpoena served on behalf of Dey, Inc. ("the Subpoena"), along with its various schedules and attachments. I am informed that the Subpoena was served November 11, 2005. It calls for production, on November 23, 2005, of thirty-eight (38) categories documents spanning a timeframe of fourteen (14) years. In addition, it calls for the deposition of Tufts HP on December 2, 2005, through witnesses who are

most knowledgeable of thirty-two (32) different subjects spanning a timeframe of fourteen (14) years.

4. In the process of attempting to respond to the Subpoena, I have identified the various departments at Tufts HP that may have responsive documents, and have obtained information concerning the time it would take to search for, sort through, and organize such documents. Although the Subpoena calls for production of documents from "agents" of Tufts HP and from individuals and entities formerly affiliated with Tufts HP, I have limited my preliminary inquiry to documents in the possession, custody, and control of Tufts HP. In addition, although the Subpoena calls for production of documents that somehow "relate" to a subject, I have limited my preliminary inquiry to documents that "concern" the subject, in the sense that they refer to, describe, evidence, or constitute the type of document requested.

5. With these preliminary limitations, I estimate that it would take in excess of 1500 hours of work to gather responsive documents. This comprises more than half a year of full time equivalent work. The compliance time demanded by the Subpoena—less than two weeks—is utterly overwhelming if not impossible.

6. Many of the Subpoena's document requests seek information that is highly confidential. The manner in which Tufts HP formulates and/or negotiates its reimbursement rates, including those for physician administered drugs, is among the most competitively sensitive in the organization. Requests for documents containing patient information seek disclosure of materials that Tufts HP has a legal obligation not to disclose. Requests for documents containing information about individual physicians are

unduly intrusive and potentially disruptive to the business relationships upon which Tufts HP's operations depend.

7. I have reviewed the objections that Tufts HP's counsel has made to the production of documents called for by the Subpoena. These objections fairly and accurately describe the practical and business challenges that Tufts HP faces in responding to the Subpoena.

8. I am aware of the fact that there have been discussions about the narrowing of the scope of the subpoena.

a. I have reviewed an amended list of "Subject Drugs" that narrows somewhat the list of pharmaceuticals in question. This amended list is attached hereto as Exhibit A. The amended list appears to include both physician administered drugs and drugs that can be purchased at pharmacies and taken orally. Working with this amended list does not appreciably reduce the amount of time it would take to search for, gather, sort through, and organize potentially responsive documents.

b. I am aware that defense counsel has made preliminary suggestions concerning possible further narrowing (or initial narrowing) of the document requests. Without a written list of narrowed requests, I cannot assess the length of time it would take to search for and gather such documents. As of the date of this Affidavit, I have received no such list.

9. As to the deposition scheduled for December 2, 2005, I estimate that it would take multiple witnesses to cover the designated subject matters, even disregarding the fourteen year timeframe defined in the Subpoena. Considering that each subject matter

has a possible fourteen year timeframe, it is unlikely that all of the witnesses needed to address the designated subject matters will have adequate time to prepare for their testimony by December 2, 2005.

Signed under the penalties of perjury this ^{25th} day of November, 2005.



Miriam Sullivan
Assistant Vice President, Allied Health &
Pharmacy Services
Tufts Associated Health Plans, Inc.

EXHIBIT A

EXHIBIT A

ALL DRUGS LISTED BELOW ARE SUBJECT TO THESE DISCOVERY REQUESTS

Drug Name	J Code
ALBUTEROL	J3535
	J7613
	J7619
ALKERAN	J8600
	J9245
BLENOXANE	J9040
CYTOXAN	J8530
	J9090
	J9091
	J9093
	J9094
	J9095
	J9096
ETOPOPHOS	J9097
	J9181
HALDOL	J9182
	J1630
IMITREX	J1631
	J3030
INTEGRILIN	J1327
INTRON A	J9214
KYTRIL	J1625
	J1626
	Q0166
LEVAQUIN	J1956
MYLERAN	J8510
NAVELBINE	J9390
PARAPLATIN	J9045
PERPHENAZINE	Q0175
	Q0176
PROCRIT	Q0136
	Q4055
	Q9920
	Q9921
	Q9922
	Q9923
	Q9924
	Q9925
	Q9926
	Q9927
	Q9928
	Q9929
	Q9930

Drug Name	J Code
PROCRIT (cont.)	Q9931
	Q9932
	Q9933
	Q9934
	Q9935
	Q9936
	Q9937
	Q9938
	Q9939
	Q9940
PROVENTIL	J7613
	J7618
PULMICORT	J7626
REMICADE	J1745
RETROVIR	J3485
SODIUM CHLORIDE	J2912
	J7030
	J7040
	J7050
	J7051
SPORANOX	J7130
	J1835
TAXOL	J9265
TEMODAR	J8700
VENTOLIN	J7620
	J7625
VEPESID	J8560
	J9181
	J9182
ZANTAC	J2780
ZOFRAN	J2405
	Q0179
ZOLADEX	J9202
ZOVIRAX	Q4075
ACETYLCYSTEINE	J7608
	J7610
	J7615
ACYCLOVIR	Q4075
ADRIAMYCIN	J9001
ADRUCIL	J9190
AGGRASTAT	J3245
	J3246
ALBUTEROL	J3535
	J7613
	J7619
A-METHAPRED	J2920
AMPHOCIN	J0285
	J0287

Drug Name	J Code
AMPHOCIN (cont.)	J0289
AMPHOTERICIN B	J0285
AMPHOTERICIN B (cont.)	J0287
	J0289
ANZEMET	J1260
	Q0180
ARANESP	J0880
	Q0137
	Q4054
ARISTOCORT	J3302
ARISTOSPAN	J3303
ATIVAN	J2060
AZMACORT	J7684
BACTERIOSTATIC SODIUM CHLORIDE	J2912
	J7130
BEBULIN VH	J7194
BREVIBLOC	J7799
BUMINATE	P9041
	P9042
	P9045
	P9046
	P9047
CALCIJEX	J0635
	J0636
CEFIZOX	J0715
CIPRO	J0706
	J0744
CISPLATIN	J9060
	J9062
CLAFORAN	J0698
CROMOLYN SODIUM	J7631
CYTARABINE	J9098
	J9100
	J9110
	J9111
	J9112
	J9113
DEPO TESTOSTERONE CYPIONATE	J1060
	J1070
	J1080
	J1081
	J1082
DEXAMETHASONE	J1100
	J7637
	J7638
DEXTROSE	J7042
	J7060
	J7070

Drug Name	J Code
DIAZEPAM	J3360
DILANTIN	J1165
DOXORUBICIN HCL	J9000 J9001
DTIC-DOME	J9130 J9140
ENBREL	J1438
EPOGEN	Q0136 Q4055 Q9920 Q9921 Q9922 Q9923 Q9924 Q9925 Q9926 Q9927 Q9928 Q9929 Q9930 Q9931 Q9932 Q9933 Q9934 Q9935 Q9936 Q9937 Q9938 Q9939 Q9940
ETOPOSIDE	J9181 J9182
FENTANYL CITRATE	J3010
FERRLECIT	J2916
FUROSEMIDE	J1940
GAMIMUNE N	J1563 J1564 Q9943 Q9944
GAMMAGARD SD	J1561 J1563 J1564 Q9941 Q9942
GAMMAR P	J1561 J1563 J1564 Q9941 Q9942

Drug Name	J Code
GENTAMICIN	J1580
GENTRAN	J7100
	J7110
HEPARIN	J1642
	J1644
INFED	J1750
INTAL	J7631
IPRATROPIUM BROMIDE	J7644
IVEEGAM	J1561
	J1562
	J1563
	J1564
	Q9941
	Q9942
KOATE-HP	J7190
KOGENATE	J7192
LEUCOVOR	J0640
LEUCOVORIN CALCIUM	J0640
	J8999
LEUKINE	J2820
LORAZEPAM	J2060
METAPROTERENOL SULFATE	J7669
METHOTREXATE	J9250
	J9260
MIACALCIN	J0630
MITHRACIN	J9270
MITOMYCIN	J9280
	J9290
	J9291
NEOSAR	J9070
	J9080
	J9090
	J9091
	J9092
	J9095
	J9096
NEULASTA	J2505
	Q4053
NEUPOGEN	J1440
	J1441
NOVANTRONE	J9293
OSMITROL	J2150
PROGRAF	J7507
	J7508
	J7525
RECOMBINATE	J7192
SODIUM CHLORIDE	J2912
	J7030

Drug Name	J Code
SODIUM CHLORIDE (cont.)	J7040
	J7050
	J7051
	J7130
SOLU-CORTEF	J1700
	J1710
	J1720
SOLU-MEDROL	J1020
	J1030
	J1040
	J2920
	J2930
	J7509
TAXOTERE	J9170
THIOPLEX	J9340
TOBRAMYCIN SULFATE	J3260
TOPOSAR	J9181
	J9182
VANCOCIN HCL	J3370
VANCOMYCIN HCL	J3370
VINBLASTINE	J9360
VINCASAR PFS	J9370
	J9375
	J9380
ZITHROMAX	J0456